

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION

RED BARN MOTORS, INC., PLATINUM  
MOTORS, INC., and MATTINGLY AUTO  
SALES, INC., individually and on behalf of  
other members of the general public similarly  
situated,

Plaintiffs,

v.

COX AUTOMOTIVE, INC., NEXTGEAR  
CAPITAL, INC. F/K/A DEALER SERVICES  
CORPORATION, successor by merger with  
Manheim Automotive Financial Services, Inc.,  
and JOHN WICK,

Defendants.

Case No. 1:14-cv-01589-TWP-DLP

**DECLARATION OF JOHN WICK**

1. I am over twenty-one years of age, of sound mind, and competent to make this declaration.

2. I currently serve as the Senior Vice President for Defendant NextGear Capital, Inc. (f/k/a Dealer Services Corporation, or DSC) ("NextGear"). Before that, I was General Counsel and Secretary of NextGear for several years. I have been with the company since it started in March 2005. In those roles, I have been responsible for, among other things, general executive management of the company. As such, I am familiar with the company's business records. This Declaration is based on my review of and reliance on the regular practices and procedures of NextGear and the records maintained by NextGear.

3. Following the Court's June 29, 2017 Order, NextGear compiled a list of all dealers who floor planned a vehicle with DSC or NextGear under a DSC promissory note between January 1, 2005 and July 31, 2013 (the "summary list"). This summary list was compiled as a summary of NextGear's relevant business records; the information summarized was recorded at or near the time of the events being recorded, was recorded by individuals with knowledge of the events, and is kept in the course of NextGear's regularly conducted business activity and as part of its regular practices.

4. From the summary list, a subset of dealers was identified who (a) floor planned a vehicle with NextGear (or DSC) between January 1, 2005 and July 31, 2013 *and* (b) signed a new form of Demand Promissory Note and Loan and Security Agreement that contained an

agreement to arbitrate (the "2013 Note"). We determined that 9,940 dealers fell into this category, and that 17,411 dealers from the summary list did not.

5. I understand that the statute of limitations bars claims for transactions occurring before January 8, 2010 (for the nationwide class as defined in the June 29, 2017 Order) or prior to January 8, 2012 (for the California subclass as defined in the June 29, 2017 Order).

6. From the set of 17,411 dealers from the summary list that did not agree to arbitrate, a subset of dealers has been identified who (a) had a contract applying Indiana law and floor planned or paid for at least one vehicle with NextGear between January 8, 2010 and July 31, 2013, or (b) had a contract applying California law and floor planned or paid for at least one vehicle with NextGear between January 8, 2012 and July 31, 2013. We have determined that 7,659 dealers fall into one of these categories, meaning that the rest of the dealers had no transactions with NextGear within the statutory limitations period.

7. A list of dealer numbers for these 7,659 dealers is attached to this Declaration as **Exhibit A**. This list was compiled as a summary of NextGear's relevant business records; the information summarized was recorded at or near the time of the events being recorded, was recorded by individuals with knowledge of the events, and is kept in the course of NextGear's regularly conducted business activity and as part of its regular practices.

8. I understand that Plaintiffs were provided with information in discovery that will allow them to determine dealer names and contact information based on the dealer numbers provided in Exhibit A.

9. Further analysis by NextGear indicates that 3,207 of the dealers listed on Exhibit A also floor planned and paid for at least one vehicle with NextGear before the applicable statute of limitations date in paragraph 5, above.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and accurate to the best of my knowledge.

This 19 day of July, 2019.

John Wick



**Exhibit A**

## Dealer Numbers from September 1, 2017 Response to RFP 34 &amp; 35

1	259	448	651	984
2	263	449	670	987
3	275	451	673	990
27	283	456	685	993
28	294	460	688	999
52	297	462	690	1000
60	301	466	693	1005
61	303	469	699	1006
62	310	470	721	1009
67	311	480	742	1010
69	315	482	755	1011
70	330	488	768	1014
74	332	489	779	1017
85	334	490	792	1021
90	340	492	803	1032
98	351	495	805	1043
105	373	496	811	1044
107	375	497	812	1052
129	378	503	817	1054
131	381	504	822	1068
141	383	509	833	1073
153	388	515	855	1079
172	389	519	857	1093
174	390	539	861	1098
201	393	547	897	1103
206	396	566	915	1105
208	400	588	918	1106
210	401	591	933	1124
222	409	596	935	1129
230	417	598	938	1131
239	424	604	943	1132
241	430	605	947	1157
243	431	607	948	1164
248	437	616	955	1174
253	438	621	969	1178
256	445	641	971	1203

1205	1476	1692	1977	2270
1211	1480	1695	1980	2282
1212	1482	1700	1999	2284
1214	1491	1701	2001	2300
1217	1494	1709	2005	2301
1222	1497	1715	2022	2309
1245	1500	1720	2032	2315
1250	1507	1726	2048	2328
1251	1517	1740	2082	2330
1256	1524	1749	2083	2335
1258	1539	1763	2090	2337
1260	1540	1765	2093	2342
1265	1541	1773	2096	2344
1274	1546	1778	2109	2345
1278	1550	1779	2112	2374
1281	1565	1786	2124	2377
1283	1568	1789	2129	2380
1284	1569	1797	2136	2382
1286	1571	1802	2145	2387
1305	1587	1809	2155	2395
1306	1590	1817	2162	2421
1308	1591	1825	2169	2426
1311	1594	1828	2171	2448
1312	1601	1834	2185	2450
1316	1604	1839	2188	2454
1328	1628	1844	2193	2465
1336	1630	1854	2200	2466
1343	1635	1860	2208	2472
1347	1641	1862	2209	2478
1350	1653	1870	2210	2479
1351	1656	1871	2217	2489
1370	1660	1878	2220	2501
1380	1665	1894	2224	2506
1381	1670	1897	2234	2532
1390	1671	1900	2235	2533
1391	1672	1901	2243	2536
1412	1679	1904	2246	2539
1433	1681	1917	2257	2564
1449	1683	1928	2261	2569
1457	1684	1952	2263	2570
1475	1689	1963	2267	2618

2622	3009	3319	3512	3836
2629	3027	3324	3517	3837
2641	3039	3328	3530	3839
2648	3054	3330	3532	3840
2659	3056	3332	3552	3847
2665	3062	3336	3555	3855
2667	3063	3341	3559	3856
2670	3089	3351	3568	3857
2672	3102	3353	3577	3864
2673	3105	3354	3578	3868
2676	3112	3362	3581	3869
2681	3135	3366	3595	3871
2697	3136	3369	3597	3877
2722	3141	3371	3601	3878
2723	3153	3380	3605	3883
2725	3158	3382	3623	3885
2737	3168	3383	3624	3887
2741	3172	3384	3629	3888
2743	3176	3393	3639	3891
2794	3178	3398	3642	3900
2795	3187	3405	3646	3910
2803	3192	3415	3668	3917
2815	3203	3416	3711	3920
2816	3212	3420	3718	3925
2818	3214	3427	3720	3928
2830	3216	3428	3728	3937
2845	3223	3441	3739	3946
2859	3226	3443	3745	3955
2884	3246	3448	3746	3967
2915	3248	3465	3750	3982
2916	3253	3467	3758	3990
2917	3254	3470	3775	3992
2932	3258	3473	3778	4002
2933	3275	3476	3789	4004
2949	3288	3481	3794	4016
2972	3292	3482	3795	4017
2981	3296	3487	3805	4022
2989	3297	3496	3806	4023
2990	3299	3498	3808	4026
2992	3305	3499	3816	4027
2998	3306	3508	3830	4035

4038	4288	4506	4737	4940
4047	4290	4507	4739	4941
4050	4303	4513	4745	4947
4064	4307	4521	4757	4950
4075	4317	4529	4760	4973
4076	4319	4535	4762	4987
4082	4323	4536	4764	4989
4091	4324	4540	4774	4995
4097	4329	4543	4781	4998
4112	4335	4544	4809	5002
4117	4345	4549	4814	5006
4125	4351	4553	4815	5009
4127	4355	4555	4823	5015
4142	4359	4557	4825	5025
4149	4363	4565	4827	5030
4152	4366	4566	4831	5032
4154	4370	4567	4832	5033
4167	4372	4568	4834	5035
4169	4374	4571	4836	5039
4192	4380	4578	4844	5041
4198	4383	4580	4846	5051
4205	4385	4588	4849	5054
4206	4395	4596	4851	5058
4210	4397	4617	4852	5061
4212	4398	4633	4854	5064
4216	4400	4634	4855	5067
4218	4401	4637	4861	5068
4221	4406	4641	4866	5089
4225	4431	4644	4872	5090
4227	4434	4651	4878	5091
4228	4453	4664	4882	5094
4234	4455	4666	4884	5095
4244	4467	4678	4889	5098
4245	4472	4684	4897	5112
4248	4476	4685	4902	5113
4249	4477	4686	4909	5120
4250	4479	4700	4915	5123
4264	4493	4701	4916	5146
4273	4495	4718	4919	5152
4276	4499	4727	4924	5175
4285	4501	4733	4937	5185

5191	5430	5682	5917	6140
5192	5436	5686	5935	6149
5202	5442	5694	5938	6168
5203	5455	5698	5942	6172
5205	5456	5701	5945	6178
5208	5457	5709	5948	6184
5234	5464	5711	5953	6189
5250	5485	5728	5955	6199
5255	5491	5733	5957	6209
5267	5504	5734	5965	6215
5275	5507	5745	5973	6216
5279	5511	5747	5990	6223
5286	5512	5751	5992	6236
5292	5513	5752	5994	6237
5301	5514	5757	6007	6251
5303	5518	5762	6011	6255
5310	5526	5766	6021	6269
5313	5527	5772	6024	6272
5314	5531	5778	6040	6283
5316	5533	5782	6046	6298
5323	5574	5785	6049	6299
5327	5575	5794	6051	6303
5338	5582	5805	6059	6305
5341	5588	5811	6060	6307
5349	5596	5823	6064	6319
5356	5597	5831	6067	6323
5358	5599	5839	6087	6324
5364	5604	5847	6088	6330
5369	5611	5849	6090	6344
5375	5624	5853	6098	6347
5378	5625	5858	6101	6349
5391	5628	5865	6104	6350
5393	5637	5873	6108	6365
5395	5647	5876	6111	6380
5400	5649	5880	6116	6386
5404	5657	5886	6123	6390
5406	5664	5897	6124	6392
5408	5665	5899	6125	6397
5415	5670	5905	6127	6420
5423	5671	5913	6129	6443
5428	5676	5914	6133	6453

6462	6698	6898	7120	7312
6475	6699	6899	7131	7325
6488	6709	6907	7132	7332
6489	6713	6909	7134	7333
6494	6717	6911	7135	7343
6497	6718	6920	7139	7345
6499	6719	6927	7143	7353
6502	6722	6930	7145	7373
6515	6724	6932	7146	7374
6538	6731	6937	7148	7376
6552	6732	6943	7151	7377
6553	6735	6945	7153	7382
6561	6738	6956	7154	7383
6563	6739	6957	7165	7385
6575	6742	6963	7166	7394
6576	6743	6968	7173	7395
6584	6758	6971	7176	7403
6585	6762	6973	7182	7412
6591	6766	6982	7189	7415
6600	6767	6985	7190	7418
6605	6769	6993	7194	7419
6610	6770	7013	7198	7438
6615	6778	7017	7199	7447
6622	6780	7019	7207	7464
6627	6784	7024	7210	7467
6630	6785	7025	7214	7470
6631	6786	7031	7220	7471
6634	6795	7048	7228	7476
6645	6799	7053	7231	7482
6647	6802	7055	7234	7483
6659	6807	7061	7244	7487
6662	6808	7063	7251	7493
6664	6814	7065	7259	7498
6665	6821	7073	7262	7499
6674	6833	7075	7266	7500
6678	6838	7081	7272	7505
6680	6839	7097	7276	7516
6682	6841	7102	7278	7519
6686	6853	7105	7301	7521
6693	6862	7115	7302	7522
6695	6884	7118	7311	7527

7534	7726	7897	8059	8230
7537	7727	7905	8070	8238
7547	7730	7906	8073	8244
7549	7734	7908	8075	8254
7563	7739	7911	8078	8257
7565	7745	7913	8089	8261
7566	7748	7914	8091	8264
7568	7750	7918	8099	8265
7569	7752	7922	8104	8267
7572	7757	7923	8107	8270
7576	7765	7928	8110	8271
7577	7769	7931	8111	8274
7582	7776	7933	8113	8278
7584	7786	7935	8118	8281
7588	7791	7942	8120	8282
7600	7795	7948	8125	8283
7603	7799	7951	8129	8287
7606	7800	7954	8137	8296
7609	7804	7961	8140	8299
7610	7810	7973	8141	8300
7612	7814	7975	8146	8304
7614	7821	7982	8149	8312
7616	7823	7985	8152	8314
7617	7828	7989	8156	8315
7626	7832	7992	8160	8317
7633	7838	7993	8163	8318
7636	7844	8003	8174	8323
7651	7845	8006	8177	8326
7652	7850	8008	8178	8328
7659	7853	8017	8182	8338
7677	7854	8025	8183	8354
7683	7856	8028	8184	8357
7684	7857	8030	8185	8365
7689	7860	8031	8187	8374
7693	7870	8032	8188	8375
7704	7880	8033	8193	8376
7710	7881	8038	8201	8378
7711	7885	8045	8206	8382
7716	7887	8051	8209	8390
7717	7888	8053	8225	8399
7723	7892	8055	8226	8400

8415	8565	8714	8875	9061
8416	8569	8720	8883	9065
8418	8571	8726	8886	9066
8420	8573	8728	8889	9071
8421	8577	8731	8890	9072
8422	8579	8742	8898	9075
8424	8591	8744	8914	9076
8427	8594	8759	8917	9082
8430	8596	8769	8918	9089
8433	8597	8770	8928	9097
8437	8598	8773	8942	9109
8439	8599	8776	8948	9110
8441	8611	8778	8950	9119
8442	8613	8793	8958	9123
8445	8614	8796	8972	9129
8448	8618	8798	8979	9133
8454	8621	8803	8985	9142
8457	8624	8804	8990	9144
8459	8625	8805	8995	9147
8466	8629	8806	8998	9148
8469	8631	8814	9000	9163
8470	8638	8817	9005	9164
8475	8644	8819	9011	9169
8478	8645	8822	9013	9170
8482	8646	8831	9016	9173
8490	8653	8838	9017	9181
8493	8654	8839	9018	9185
8503	8661	8840	9022	9188
8504	8663	8842	9024	9189
8505	8665	8843	9025	9192
8511	8674	8849	9027	9194
8514	8675	8851	9035	9196
8515	8676	8852	9036	9205
8531	8678	8858	9041	9207
8533	8683	8860	9044	9210
8537	8684	8864	9045	9218
8545	8685	8865	9047	9227
8548	8688	8866	9049	9228
8555	8701	8869	9050	9236
8556	8703	8871	9052	9239
8561	8706	8872	9053	9244

9247	9382	9534	9657	9797
9249	9384	9536	9661	9801
9257	9385	9537	9670	9811
9258	9391	9538	9672	9817
9261	9396	9540	9675	9821
9263	9401	9541	9677	9827
9264	9402	9543	9687	9828
9265	9404	9547	9688	9830
9270	9408	9551	9696	9836
9271	9409	9552	9699	9838
9273	9415	9555	9700	9840
9277	9419	9562	9703	9841
9278	9429	9564	9704	9842
9279	9433	9569	9705	9846
9280	9436	9571	9710	9847
9283	9438	9576	9712	9848
9290	9440	9579	9713	9850
9291	9441	9581	9715	9851
9292	9443	9583	9716	9858
9295	9451	9588	9719	9861
9296	9454	9590	9721	9862
9298	9455	9600	9724	9865
9299	9461	9605	9730	9868
9304	9464	9609	9733	9873
9308	9467	9612	9735	9874
9309	9484	9621	9743	9876
9311	9485	9622	9744	9877
9317	9486	9623	9745	9884
9321	9490	9626	9750	9888
9329	9491	9627	9755	9891
9334	9493	9630	9761	9892
9336	9495	9631	9763	9899
9341	9499	9632	9770	9900
9344	9506	9633	9773	9901
9345	9513	9635	9780	9905
9350	9514	9637	9785	9908
9353	9515	9638	9787	9909
9371	9516	9640	9788	9912
9377	9523	9643	9791	9916
9378	9524	9646	9793	9917
9380	9528	9655	9796	9920

9923	10047	10157	10290	10411
9924	10051	10162	10292	10412
9925	10055	10166	10293	10415
9927	10056	10173	10298	10416
9928	10059	10174	10303	10417
9929	10060	10176	10308	10425
9932	10061	10177	10312	10431
9934	10062	10179	10314	10432
9935	10064	10189	10320	10436
9940	10065	10190	10321	10437
9943	10070	10192	10324	10445
9944	10071	10193	10328	10447
9946	10077	10196	10332	10448
9954	10082	10198	10333	10450
9955	10087	10200	10334	10455
9959	10088	10204	10336	10456
9964	10090	10205	10344	10457
9974	10092	10210	10346	10459
9977	10093	10211	10347	10462
9984	10098	10212	10351	10469
9992	10099	10213	10352	10471
9994	10100	10224	10363	10472
9996	10105	10225	10364	10476
10001	10111	10227	10365	10487
10002	10113	10232	10370	10489
10005	10117	10233	10372	10491
10008	10119	10237	10373	10495
10013	10121	10246	10375	10499
10016	10122	10252	10376	10500
10017	10123	10256	10377	10506
10020	10124	10257	10379	10511
10025	10126	10258	10380	10513
10026	10131	10262	10383	10520
10027	10132	10265	10384	10523
10030	10134	10267	10386	10525
10038	10135	10270	10387	10527
10039	10138	10271	10399	10528
10040	10142	10273	10401	10532
10041	10145	10281	10402	10533
10043	10147	10283	10403	10534
10046	10149	10287	10409	10539

10540	10649	10797	10920	11014
10541	10652	10799	10925	11015
10542	10657	10804	10926	11017
10546	10658	10807	10928	11020
10547	10659	10808	10929	11021
10549	10661	10810	10931	11025
10554	10665	10811	10932	11028
10556	10667	10812	10934	11029
10557	10675	10815	10936	11032
10559	10677	10821	10937	11039
10561	10681	10823	10939	11046
10562	10687	10824	10941	11047
10565	10690	10827	10942	11048
10566	10692	10829	10943	11055
10567	10699	10831	10945	11058
10568	10703	10833	10946	11059
10569	10710	10835	10947	11060
10570	10713	10841	10950	11061
10579	10714	10842	10951	11062
10582	10719	10846	10953	11063
10584	10722	10851	10955	11064
10587	10728	10852	10963	11065
10591	10743	10853	10969	11066
10593	10747	10858	10973	11069
10597	10751	10863	10974	11071
10600	10755	10866	10975	11073
10602	10757	10870	10980	11075
10606	10758	10875	10981	11077
10610	10759	10877	10982	11078
10613	10764	10881	10983	11085
10614	10766	10883	10987	11089
10615	10768	10884	10990	11102
10621	10770	10887	10992	11103
10622	10771	10892	10993	11106
10623	10775	10897	10996	11107
10624	10778	10903	10999	11108
10626	10781	10908	11002	11109
10634	10790	10911	11005	11110
10636	10793	10912	11007	11112
10637	10794	10915	11008	11114
10641	10796	10917	11013	11116

11122	11218	11303	11371	11471
11125	11219	11305	11373	11476
11128	11228	11307	11379	11479
11129	11229	11311	11382	11480
11131	11232	11312	11384	11481
11132	11234	11313	11385	11482
11133	11235	11315	11387	11483
11135	11236	11318	11390	11484
11137	11240	11319	11391	11485
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